



**Todd R. Michaelis**  
Associate  
Direct: 203.578.4287  
Fax: 203.575.2600  
tmichaelis@carmodylaw.com

50 Leavenworth Street  
P.O. Box 1110  
Waterbury, CT 06702

November 16, 2018

**Via: CM/ECF Filing**

Honorable Kenneth M. Karas  
United States District Court  
Southern District of New York  
300 Quarropas Street  
White Plains, New York 10601-4150

**Re: Vertime B.V. v. New Dover Group, Ltd.; No. 7:17-cv-03844 (KMK - JCM)**  
**Emergency Request for Order Compelling Immediate Disclosure of Details**  
**of Sale of New Dover's Assets**

Your Honor:

We write to request **emergency *ex-parte* relief** in the form of an **order compelling defendant New Dover Group, Ltd. to *immediately*** (1) state, under oath, whether it, and/or its affiliate First SBF Holding, Inc. (collectively “NDG”), presently have any Salvatore Ferragamo, Versace, or Versus watches (the “Products”) in their possession, custody, or control; (2) state, under oath, whether any of these Products are included in the “Sale” discussed below; and (3) produce a copy of any asset purchase agreement(s), list of items to be sold, and valuations of items to be sold, concerning the Sale.

On November 12, 2018, Vertime received a letter from M&T Bank (the “Bank”) that states that the Bank is a secured creditor of NDG and that, on or after November 19, 2018, it would be selling NDG’s assets subject to the Bank’s security agreement(s) (the “Sale”). The Bank’s letter is attached as Exhibit A. Vertime notes that the buyers involved in the Sale (Marchio, LLC; INV 6900, LLC; and Recevibili, LLC) were only formed on October 29, 2018. (See Ex. B.)

The letter further states that NDG’s inventory and business records will be included in the sale. (Ex. A.) Given the breadth of the items involved in the sale, it may also include electronic storage devices that contain discoverable information that was supposed to have already been produced. (See Ex. A.)



Hon. Kenneth M. Karas  
November 16, 2018  
Page 2 of 3

Vertime's counsel immediately informed the Bank of the injunction, demanded that the Bank cease and desist any sale of the Products, and asked that the Bank confirm that it would abide by the injunction. On November 14, the Bank responded and asserted that there are no Products in NDG's inventory. (Ex. C.)

This representation directly conflicts with NDG's August 27, 2018 production of a list of approximately 280 Products in its inventory. Accordingly, NDG's counsel was contacted to determine whether NDG still had these Products. It claims that it does. Yesterday at 9:59 p.m., NDG's counsel stated: "Please note that NDG has confirmed to me that the remaining inventory is indeed still in the safe at NDG's offices . . . ." (Ex. D.)

Despite requests,<sup>1</sup> Vertime has been unable to verify (1) whether the Bank or NDG is correct with regard to NDG's possession of Products; (2) whether any Products are included in the Sale; (3) a list of the assets included in the Sale; (4) information as to the value of the items to be sold; or (5) the terms of any asset purchase agreement concerning the sale. Moreover, Vertime should have much of this information already because its discovery requests to NDG encompass the information and documents sought here. For example, Requests for Production No. 3 sought "Documents concerning your sale, consignment, or other transfer or disposition of Products at any time on or after July 1, 2016. However, NDG's failure to comply with discovery continues.

These categories of information are essential to ensuring that (1) the Sale does not violate the preliminary injunction, and (2) that discoverable information (in the form of business records or equipment on which electronically stored information resides) is not lost or destroyed in the Sale.

NDG's failure to produce information, including most of the information sought here, is the subject of a pre-motion conference concerning default scheduled for November 27, 2018. Vertime cannot wait until the conference for this specific information, however, because the Sale is scheduled for as early as November 19, 2018.

---

<sup>1</sup> Vertime requested information about the sale from the Bank, which would not provide it without authorization from NDG. Vertime requested authorization from NDG, but as of the time of this letter, NDG has not provided it.



Hon. Kenneth M. Karas  
November 16, 2018  
Page 3 of 3

Therefore, Vertime respectfully requests the Court to order NDG to immediately (1) state, under oath whether it, and/or its affiliate First SBF Holding, Inc., presently have any Products in their possession, custody, or control; (2) state, under oath, whether any of these Products are included in the Sale discussed above; and (3) to produce a list of specific assets included in the Sale, information as to the value of the assets included in the Sale, and a copy of any asset purchase agreement(s) concerning the Sale.

Very truly yours,

/s/ Todd R. Michaelis (TM6839)

cc: Magistrate Judge Judith C. McCarthy  
Federal Building and U.S. Courthouse  
300 Quarropas Street  
New York, NY 10601-4150

Via CM/ECF Notice:

Jonathan J. Ross, Esq.  
*Counsel for NDG*

Avram E. Frisch, Esq.  
*Counsel for Chaim Fischer,  
Stuhrling Original, LLC, and  
Stuhrling Outlet*

Via E-Mail

Diane E. Vuocolo  
vuocolod@gtlaw.com  
*Counsel for M&T Bank*

**CERTIFICATE OF SERVICE**

THIS IS TO CERTIFY that, on November 16, 2018, a copy of the foregoing was filed electronically and served by mail on anyone unable to accept electronic filing. Notice of this filing will be sent by e-mail to all parties by operation of the court's electronic filing system or by mail to anyone unable to accept electronic filing. Parties may access this filing through the court's CM/ECF System.

/s/ Todd R. Michaelis (TM6839)

Todd R. Michaelis

# EXHIBIT A



Diane E. Vuocolo  
Tel. 215.988.7803  
Fax 215.717.5230  
vuocolod@gtlaw.com

November 8, 2018

**TO THE PARTIES ON THE ATTACHED DISTRIBUTION LIST  
VIA UPS OVERNIGHT MAIL AM DELIVERY; CERTIFIED  
MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS  
MAIL WITH PROOF OF MAILING**

**RE: Notification of Disposition by M&T Bank, also known as Manufacturers  
and Traders Trust Company, as Secured Creditor of Collateral Concerning  
New Dover Group, Ltd. and First SBF Holding, Inc.**

To The Parties On The Attached Distribution List:

This office represents M&T Bank, also known as Manufacturers and Traders Trust Company (the "Bank") in connection with the above referenced matter. Defaults and Events of Default have occurred and are continuing under certain agreements, documents and instruments (collectively, the "Loan Documents") executed in connection with and evidencing certain loans (the "Loans") made by the Bank to the New Dover Group, Ltd. and First SBF Holding, Inc. (collectively, the "Debtor").

Please be advised that the Bank will sell certain of its collateral, consisting of (i) personal property and fixtures of the Debtor, including but not limited to Accounts, Chattel Paper, Investment Property, Deposit Accounts, Documents, Goods, wherever located, including without limitation, Equipment (including machinery, motor vehicles, furniture and fixtures, but excluding that certain equipment listed on **Exhibit "A"** attached hereto), farm products, general intangibles (including trademarks, service marks, trade names, patents, copyrights, licenses and franchises), instruments, inventory, money, letter of credit rights, causes of action (including tort claims) and other personal property (including agreements and instruments not constituting chattel paper or a document, general intangible or instrument); (ii) all additions to, accessions to, substitutions for, replacements of and supporting obligations of the foregoing; (iii) all proceeds and products of the foregoing, including, without limitation, insurance proceeds; and (iv) business records and information relating to any of the foregoing and any software or other programs for accessing and manipulating such information, owned by the Debtor and pledged to the Bank pursuant to that certain General Security Agreement dated January 10, 2014, as amended from time to time (the "Security Agreement" and together with all documents and instruments executed in connection therein or in furtherance thereof are referred to hereinafter, collectively, the "Loan Documents"), at a private sale to Marchio, LLC, INV 6900, LLC, and Recevibili, LLC, sometime on or after November 19, 2018@10:00 AM Eastern. Said sale will

PHI 318011306v4

New Dover Group, Ltd. and First SBF Holding, Inc.  
November 8, 2018  
Page 2

---

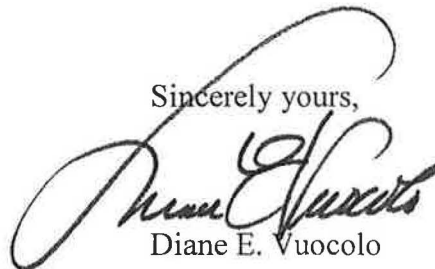
be conducted at the offices of Greenberg Traurig LLP, 2700 Two Commerce Square, 2001 Market Street, Philadelphia, PA 19103, Contact Person: Diane E. Vuocolo, Esq. 215-988-7803.

You are entitled to an accounting of the unpaid indebtedness secured by the property that we intend to sell. You may request an accounting by contacting Mr. Kurt L. Hewett of the Bank at (302) 651-1698 or by contacting the undersigned.

Please be guided accordingly. If you have any questions please do not hesitate to call me.

Thank you.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Diane E. Vuocolo", is written over the typed name.

Diane E. Vuocolo

cc: Mr. Kurt L. Hewett (*via e-mail and regular mail*)  
Kevin P. Ray, Esquire

PHI 318011306v4



New Dover Group, Ltd. and First SBF Holding, Inc.  
 November 8, 2018  
 Page 3

**DISTRIBUTION LIST**

<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  New Dover Group, Ltd. 9 Pinecrest Road Valley Cottage, NY 19089	<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  First SBF Holding, Inc. 9 Pinecrest Road Valley Cottage, NY 19089
<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Morris S. Bauer, Esquire Norris McLaughlin P.A. 400 Crossing Blvd., 8th Floor Bridgewater, NJ 08807-5933 <i>Attorneys for New Group Group, Ltd. and First SBF Holding, Inc.</i>	<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Samuel Friedman 9 Pinecrest Road Valley Cottage, NY 19089
<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Marchio, LLC 130 Lee Avenue, #235 Brooklyn, NY 11211	<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  INV 6900, LLC 130 Lee Avenue, #235 Brooklyn, NY 11211
<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Recevibili, LLC 130 Lee Avenue, #235 Brooklyn, NY 11211	<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Brian (Baruch) Y. Greenwald, Esquire Greenwald Weiss 2511 Avenue I – Suite #102 Brooklyn, NY 11210 <i>Attorneys for Marchio, LLC; INV 6900, LLC; and Recevibili, LLC</i>

PHI 318011306v4



New Dover Group, Ltd. and First SBF Holding, Inc.  
 November 8, 2018  
 Page 4

<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  JPMorgan Chase Bank, N.A. 277 Park Avenue, 22 <sup>nd</sup> Floor New York, NY 10172	<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Stagg, Terenzi, Confusione & Wabnik, LLP 401 Franklin Avenue, Suite 300 Garden City, NY 11530 Attn.: Brian A Lacoff, Esq. <i>Attorneys for JPMorganChase Bank, N.A.</i>
<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Law Offices of Steven Beispel 43 West 43 <sup>rd</sup> Street, Suite 89 New York, NY 10036-7424 Attn.: Steven Beispel, Esq. <i>Attorneys for MG3 Incorporated</i>	<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  MG3 Incorporated 288 Newtown Turnpike Weston, CT 06883
<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Carmody Torrance Sandak & Hennessey LLP 50 Leavenworth Street, P.O. Box 1110 Waterbury, CT 06721-1110 Attn.: James K. Robertson, Jr., Esq. <i>Attorneys for Vertime B.V.</i>	<b><i>VIA INTERNATIONAL: OVERNIGHT MAIL; AND REGISTERED MAIL RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Vertime B.V. Via Contonale 6928 Manno Switzerland
<b><i>VIA INTERNATIONAL: OVERNIGHT MAIL; AND REGISTERED MAIL RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Vertime B.V. Herengracht 466 1017 CA Amsterdam Netherlands	<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Bank of America, N.A. 800 Market Street St. Louis, MO 63101-2510

PHI 318011306v4

New Dover Group, Ltd. and First SBF Holding, Inc.

November 8, 2018

Page 5

<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  VAR Resources, LLC 2330 Interstate 30 Mesquite, TX 75150	<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Paul F. Millus, Esq. Meyer, Suozzi, English, and Klein 990 Stewart Avenue Garden City, NY 11530
<b><i>VIA OVERNIGHT MAIL; AND CERTIFIED MAIL, RETURN RECEIPT REQUESTED; AND FIRST CLASS MAIL WITH PROOF OF MAILING</i></b>  Frank Figlia 404 East 55 <sup>th</sup> Street, Apt. #14C New York, NY 10022	

PHI 318011306v4

New Dover Group, Ltd. and First SBF Holding, Inc.  
 November 8, 2018  
 Page 6

**Exhibit "A"**  
***Excluded Equipment***

The following equipment financed by or leased from VAR Resources, LLC:

Quantity	Manufacturer	Description
1	Dell	Digital NVR and Accessories Dell 8 GB ECC Registered Memory 1 x 250GB SATA Hot-Plug Hard Drive (OS) 1 Year Parts & Labor Warranty On-Site 1 IP Server License includes * Multiplex – Live, Playback, Recording, Backup, Network, Configuration * Full HD Through Network for Live and Playback * PTZ Camera Control and Support * Multi-User Access * Mobile Application for iPhone, Android
2	Seagate	Enterprise Hard Drive 6 Terabyte
35	Dell	License per Channel
5		Axis 1.3 MP Outdoor 1080p HD Vandal Resistant PoE Fixed Dome Network Camera
5		AXIS Wall Bracket
5		Axis Pendant Kit
23		3 MP Indoor PoE Fixed Dome Network Camera
28		Cat 6 Cable Run (Data)
2	Dell	24 Ports Managed POE Switch, 10Gb and Stackg Capable
1	Dell	24" Monitor or greater
1		Installation & Configuration

PHI 318011306v4

# EXHIBIT B

***STATE OF NEW YORK***

***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
November 14, 2018.



Whitney Clark  
Deputy Secretary of State for Business and  
Licensing Services



# ARTICLES OF ORGANIZATION OF MARCHIO, LLC

Under Section 203 of the Limited Liability Company Law

**FIRST:** The name of the limited liability company is:

**MARCHIO, LLC**

**SECOND:** To engage in any lawful act or activity within the purposes for which limited liability companies may be organized pursuant to Limited Liability Company Law provided that the limited liability company is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained.

**THIRD:** The county, within this state, in which the office of the limited liability company is to be located is ALBANY.

**FOURTH:** The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

EXPRESSCORP SERVICES INC.  
130 LEE AVE. SUITE 235  
BROOKLYN, NY 11211

**FIFTH:** The limited liability company is to be managed by: ONE OR MORE MEMBERS.

**SIXTH:** The limited liability company shall defend, indemnify and hold harmless all members, managers, and former members and managers of the limited liability company against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the limited liability company, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of New York, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the Member or Manager was in performance of his or her duties for the limited liability company and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.

I certify that I have read the above statements, I am authorized to sign these Articles of Organization, that the above statements are true and correct to the best of my knowledge and belief and that my signature typed below constitutes my signature.



J. Lebovits, Authorized Person (signature)

---

EXPRESSCORP SERVICES INC , ORGANIZER  
130 LEE AVE. SUITE 235  
BROOKLYN, NY 11211

**Filed by:**

EXPRESSCORP SERVICES INC  
130 LEE AVE. SUITE 235  
BROOKLYN, NY 11211

**EXPRESSCORP SERVICES INC. (NX)**

**DRAWDOWN**

**CUSTOMER REF# MARL**

**FILED WITH THE NYS DEPARTMENT OF STATE ON: 10/29/2018**  
**FILE NUMBER: 181029010546; DOS ID: 5434265**

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
November 14, 2018.



Whitney Clark  
Deputy Secretary of State for Business and  
Licensing Services



# ARTICLES OF ORGANIZATION OF INV 6900, LLC

Under Section 203 of the Limited Liability Company Law

**FIRST:** The name of the limited liability company is:

**INV 6900, LLC**

**SECOND:** To engage in any lawful act or activity within the purposes for which limited liability companies may be organized pursuant to Limited Liability Company Law provided that the limited liability company is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained.

**THIRD:** The county, within this state, in which the office of the limited liability company is to be located is ALBANY.

**FOURTH:** The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

EXPRESSCORP SERVICES INC.  
130 LEE AVE. SUITE 235  
BROOKLYN, NY 11211

**FIFTH:** The limited liability company is to be managed by: ONE OR MORE MEMBERS.

**SIXTH:** The limited liability company shall defend, indemnify and hold harmless all members, managers, and former members and managers of the limited liability company against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the limited liability company, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of New York, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the Member or Manager was in performance of his or her duties for the limited liability company and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.

I certify that I have read the above statements, I am authorized to sign these Articles of Organization, that the above statements are true and correct to the best of my knowledge and belief and that my signature typed below constitutes my signature.

J. Lebovits, Authorized Person (signature)

---

EXPRESSCORP SERVICES INC , ORGANIZER  
130 LEE AVE. SUITE 235  
BROOKLYN, NY 11211

**Filed by:**

EXPRESSCORP SERVICES INC  
130 LEE AVE. SUITE 235  
BROOKLYN, NY 11211

**EXPRESSCORP SERVICES INC. (NX)**

**DRAWDOWN**

**CUSTOMER REF# IN69**

**FILED WITH THE NYS DEPARTMENT OF STATE ON: 10/29/2018**  
**FILE NUMBER: 181029010517; DOS ID: 5434235**

***STATE OF NEW YORK***

***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
November 14, 2018.



A handwritten signature in black ink, appearing to read "Whitney Clark".

Whitney Clark  
Deputy Secretary of State for Business and  
Licensing Services

# ARTICLES OF ORGANIZATION OF RECEVIBILI, LLC

Under Section 203 of the Limited Liability Company Law

**FIRST:** The name of the limited liability company is:

**RECEVIBILI, LLC**

**SECOND:** To engage in any lawful act or activity within the purposes for which limited liability companies may be organized pursuant to Limited Liability Company Law provided that the limited liability company is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained.

**THIRD:** The county, within this state, in which the office of the limited liability company is to be located is ALBANY.

**FOURTH:** The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

EXPRESSCORP SERVICES INC.  
130 LEE AVE. SUITE 235  
BROOKLYN, NY 11211

**FIFTH:** The limited liability company is to be managed by: ONE OR MORE MEMBERS.

**SIXTH:** The limited liability company shall defend, indemnify and hold harmless all members, managers, and former members and managers of the limited liability company against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the limited liability company, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of New York, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the Member or Manager was in performance of his or her duties for the limited liability company and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.

I certify that I have read the above statements, I am authorized to sign these Articles of Organization, that the above statements are true and correct to the best of my knowledge and belief and that my signature typed below constitutes my signature.



J. Lebovits, Authorized Person (signature)

---

EXPRESSCORP SERVICES INC , ORGANIZER  
130 LEE AVE. SUITE 235  
BROOKLYN, NY 11211

**Filed by:**

EXPRESSCORP SERVICES INC  
130 LEE AVE. SUITE 235  
BROOKLYN, NY 11211

**EXPRESSCORP SERVICES INC. (NX)**

**DRAWDOWN**

**CUSTOMER REF# RECL**

**FILED WITH THE NYS DEPARTMENT OF STATE ON: 10/29/2018**  
**FILE NUMBER: 181029010558; DOS ID: 5434277**

# EXHIBIT C



Diane E. Vuocolo  
Tel. 215.988.7803  
Fax 215.717.5230  
vuocolod@gtlaw.com

November 14, 2018

**VIA EMAIL AND FEDEX PRIORITY AM DELIVERY**

Ann H. Rubin, Esq.  
Carmody, Torrance, Sandak, & Hennessey LLP  
50 Leavenworth Street  
P.O. Box 1110  
Waterbury, CT 06702

**RE: M&T Bank Disposition of Collateral Concerning  
New Dover Group, Ltd. and First SBF Holding, Inc.**

Dear Ann:

Thank you for your letter dated November 12, 2018, in which you articulate the concerns of Vertime, B.V. (“**Vertime**”) about certain Salvatore Ferragamo, Versace, and Versus watches (the “**Vertime Products**”) that may have been at one time in the possession of New Dover Group, Ltd. and/or First SBF Holding, Inc. (collectively, the “**Borrowers**”).

As described in my letter dated November 8, 2018, M&T Bank (“the “**Bank**”) is the secured lender to the Borrowers, with a first priority security interest in all of the Borrowers’ assets, and it is in its capacity as a secured creditor the Bank is exercising its rights under the Uniform Commercial Code and is conducting a private sale of its Collateral (as defined in said letter). To answer your inquiry, please note, the Borrowers have advised M&T Bank that the Vertime Products were in fact sold to a third party, and, at the time of sale, the Vertime Products were transferred to a third-party buyer. Consequently, the physical inventory consisting of the Vertime Products are no longer property of the Borrowers and are no longer in the possession of the Borrowers. Consequently, the Vertime Products are **not** included nor are they being sold at the private UCC sale being conducted on or about November 19, 2018.

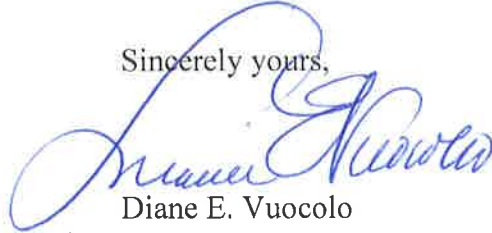
PHI 318020297v3

Ann H. Rubin, Esq.  
November 14, 2018  
Page 2

---

If you have any questions, please do not hesitate to contact me. Thank you for your attention in this matter.

Sincerely yours,



Diane E. Vuocolo

cc: Mr. Kurt L. Hewett (*via e-mail and regular mail*)  
Kevin P. Ray, Esquire (*via e-mail*)

# EXHIBIT D

**Todd R. Michaelis**

---

**From:** Ann H. Rubin  
**Sent:** Thursday, November 15, 2018 9:49 PM  
**To:** David Payne; Todd R. Michaelis  
**Subject:** Fwd: New Dover et al

FYI

Sent from my iPhone

Begin forwarded message:

**From:** Jonathan Ross <[jross@feldman-law.com](mailto:jross@feldman-law.com)>  
**Date:** November 15, 2018 at 8:39:49 PM EST  
**To:** "Ann H. Rubin" <[ARubin@carmodylaw.com](mailto:ARubin@carmodylaw.com)>  
**Subject:** RE: New Dover et al

Dear Ann,

Please note that NDG has confirmed to me that the remaining inventory is indeed still in the safe at NDG's offices where it has been since the injunction was entered.

Regards,  
Jonathan

---

**From:** Ann H. Rubin <[ARubin@carmodylaw.com](mailto:ARubin@carmodylaw.com)>  
**Sent:** Wednesday, November 14, 2018 12:54 PM  
**To:** Jonathan Ross <[jross@feldman-law.com](mailto:jross@feldman-law.com)>  
**Subject:** FW: New Dover et al

As requested.

---

**From:** [vuocolod@gtlaw.com](mailto:vuocolod@gtlaw.com) <[vuocolod@gtlaw.com](mailto:vuocolod@gtlaw.com)>  
**Sent:** Wednesday, November 14, 2018 10:40 AM  
**To:** Ann H. Rubin <[ARubin@carmodylaw.com](mailto:ARubin@carmodylaw.com)>  
**Cc:** [vuocolod@gtlaw.com](mailto:vuocolod@gtlaw.com); [raykp@gtlaw.com](mailto:raykp@gtlaw.com); [mbauer@nmmlaw.com](mailto:mbauer@nmmlaw.com); [bgreenwald@greenwaldweiss.com](mailto:bgreenwald@greenwaldweiss.com)  
**Subject:** New Dover et al

Hi Ann:  
Please see attached letter in response your letter inquiry. Best regards, Diane

**Diane E. Vuocolo**  
Shareholder

Greenberg Traurig, LLP  
2700 Two Commerce Square | 2001 Market Street | Philadelphia, PA 19103  
T +1 215.988.7803 | F +1 215.717.5230  
[vuocolod@gtlaw.com](mailto:vuocolod@gtlaw.com) | [www.gtlaw.com](http://www.gtlaw.com) | [View GT Biography](#)





---

**From:** Ann H. Rubin [<mailto:ARubin@carmodylaw.com>]  
**Sent:** Monday, November 12, 2018 4:45 PM  
**To:** Vuocolo, Diane E. (Shld-Phil-Bky-FinInst) <[vuocolod@gtlaw.com](mailto:vuocolod@gtlaw.com)>  
**Cc:** [bgreenwald@greenwaldweiss.com](mailto:bgreenwald@greenwaldweiss.com)  
**Subject:** Emailing: Vertime-NDG-Letter to Attorney Vuocolo re. Notification of Disposition by M T Bank (W3062654).PDF

Please see attached letter.

**Ann H. Rubin** | [Bio](#)  
**Carmody Torrance Sandak & Hennessey LLP**  
50 Leavenworth Street | Waterbury, CT 06702  
Direct: 203-578-4201 | Fax: 203-575-2600  
[ARubin@carmodylaw.com](mailto:ARubin@carmodylaw.com) | [www.carmodylaw.com](http://www.carmodylaw.com)

-----  
This electronic message contains information from Carmody Torrance Sandak & Hennessey LLP, or its attorneys, which may be confidential, privileged or otherwise protected from disclosure. The information is intended to be used solely by the recipient(s) named. If you are not an intended recipient, be aware that any review, disclosure, copying, distribution or use of this transmission or its contents is prohibited. If you have received this transmission in error, please notify us immediately at 203-573-1200 or at the reply email address. For more information about Carmody Torrance Sandak & Hennessey LLP, please go to <http://www.carmodylaw.com>  
-----

---

If you are not an intended recipient of confidential and privileged information in this email, please delete it, notify us immediately at [postmaster@gtlaw.com](mailto:postmaster@gtlaw.com), and do not use or disseminate such information.